



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

May 6, 2002

RECORDATION NO. 21819-C FILED

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

MAY 8 '02

12-05 PM

SURFACE TRANSPORTATION BOARD ;



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 10, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21819.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Willamette Industries, Inc.
3300 Wells Fargo Tower
Portland, OR 97201

A description of the railroad equipment covered by the enclosed document is eight (8) 100 ton all door boxcars, with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Willamett Industries, Inc., Lessee, covering eighty (8) 100 ton all door boxcars, with FURX marks (see Exhibit A for car numbers).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(WH009)

ASSGN. NO. WII009

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 10th day of April, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Willamette Industries, Inc. ("Lessee"), an Oregon corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 2, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 30, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: RICHARD F. SCHMOLZ
Title: Vice President Sales & Marketing
Executed on this 10th day of April, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SCHMOLZ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10TH day of APRIL, _____.

[Signature]
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



RECORDATION NO. 21819-C FILED

MAY 8 '02 12:05 PM

SURFACE TRANSPORTATION BOARD ;

LESSEE:

WILLAMETTE INDUSTRIES, INC.

By: *Michael D. Salvino*

Name: Michael D. Salvino

Title: Director of Transportation

ATTEST:

By: *Lynn A. Dale*

Name: Lynn A. Dale

Title: Gen. Mgr. - Transp.

Executed on this 30 day of March, 2000.

[CORPORATE SEAL]

STATE OF OREGON

COUNTY OF MULTNOMAH

I, Sheila Lorange, a Notary Public of the County and State aforesaid, certify that Michael D. Salvino personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30 day of March, 2000.

Sheila P. Lorange
Notary Public

Commission Expires:

08/29/03
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

Eight (8) 100 Ton All Door Boxcars

FURX 20297	FURX 20299
FURX 20300	FURX 20301
FURX 20316	FURX 20317
FURX 20337	FURX 20347